



Arrow Electronics, Inc.
7459 S. Lima Street
Englewood, CO 80112

March 13, 2015

Jill T. Holbrook
Associate Director, Technology (Infrastructure)
WNYRIC/ Erie 1 BOCES
355 Harlem Rd
Buffalo, NY 14224

Dear Ms. Holbrook:

Seneca Data Distributors, Inc. ("Seneca") was a very successful privately owned company that had been owned by Adolph Falso since 1979. In 2014, Mr. Falso at the age of 72, completed the sale of his ownership interest. The process to identify a potential buyer started in 2013 with a critical objective of finding a buyer that had similar values and business practices.

Arrow Electronics ("Arrow") was familiar with Seneca, first hand, based on our experiences in competing for market share in the DS Digital Signage ("DS") and Digital Surveillance Solutions ("DSS") spaces, which created obvious synergies making a partnership between the two companies ideal. In addition, Seneca was a customer of Arrow for certain items.

Arrow's initial draw to Seneca because of its successful DS & DSS markets, led to the discovery of their diversity in our other markets including: Education/Gov, Broadcast, VAR, Digital Healthcare and SMB. Arrow is committed to each of the verticals Seneca has successfully built out. Seneca continues to operate as an independent subsidiary of Arrow Electronics. Arrow's national and global reach, procurement & logistics capabilities, and key partnerships will only enhance Seneca's high level proficiencies. Arrow's goal is to bring additional resources to enhance success in these markets.

The current plan has Seneca running as a division of Arrow, with Seneca's Management team remaining the same, reporting up to Arrow's OCS Division. Our corporate logo and name now capture "Seneca an Arrow Company".

This being said; aside from a production facility move, Seneca will remain virtually unchanged. So will the hardware products associated with the verticals outlined above. Production will move to Phoenix,

Seneca will maintain a headquarters (sales, marketing, engineering, product development, customer care and other key functions) in Syracuse NY, therefore retaining a local NYS presence.

Warranties for PC's, and all warranty-able hardware, will be completely unaffected by the acquisition. Warranties associated with PC's purchased before the acquisition remain unaffected as will warranties going forward.

Specifically to the EDU market in NYS, the NYS contract will remain fully valid because Seneca continues to operate as an independent subsidiary of Arrow Electronics. Moreover, additional resources have been directed to more efficiently maintain this contract. It is currently being updated to reflect those changes.

Lastly, below is the Seneca-Arrow Org chart for EDU which remains unchanged due to the acquisition:

EDU Team:

Mark Hicks - Business Development/Sales Manager

Mark Porter- Product Manager

Tim O'Boyle- Sales Engineer

Ed Stone- Marketing Manager

Holly LeSchander- NYS Contract manager

EDU Sales team:

Geoff Zander; Holly LeSchander; Tim Insley; David Cole; Kenny Westmoreland; Jerry Thornton; Marcy Korczakowski; Jan Robin;

In summary, I believe this outlines our commitment to the excellence Seneca has previously provided in their products and services, our goals to enhance in any areas that are possible, and shows that there should be no impact in continuing to select Seneca as a premiere vendor now that they are an Arrow subsidiary.

Sincerely,



Troy Vallier

CFO, Arrow Electronics, Inc. OCS Division

via UPS - overnight

May 4, 2015

Ms. Jill T. Holbrook
Associate Director, Technology (Infrastructure)
WNYRIC/ Erie 1 BOCES
355 Harlem Road
Buffalo, NY 14224

Dear Ms. Holbrook:

Thank you for the opportunity to speak with you today. The purpose of my call was to follow-up on your conversation with Troy Vallier, Arrow Electronics – OCS, CFO. As you are aware, Seneca was acquired by Arrow Electronics ("Arrow") in August 2014. The prior owner of Seneca, Mr. Falso, had not been active in the operation for approximately 10 years and this was an opportunity for him to liquidate the largest asset he had remaining in New York.

Arrow is a \$22 billion organization with headquarters in Denver, Colorado. Seneca is part of the OCS group which is approximately \$800 million in North America. Arrow and Seneca had a supplier relationship and a competitive product relationship prior to the transaction. Culturally, the two organizations are very similar. The press/marketing around the transaction was largely controlled by Arrow and we did not overly communicate with our customers as we did not anticipate changes in our operation.

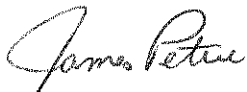
Seneca is in the process of moving to a newly designed location in Syracuse (existing building was owned by Mr. Falso). The new facility will be the corporate headquarters for Seneca and will include sales, marketing, engineering, product development and customer care.

Finally, Seneca has enjoyed a partnership with Erie 1 BOCES for many years (thousands of systems deployed in WNY) and we have a significant investment in serving New York State education and government markets. Our value proposition to Erie 1 BOCES has included the following:

- Asset tagging – systems include both the school district and E1B asset information to facilitate warehouse receipt and deployment
- Reduced packaging – simplifies the deployment process
- Warranty support – our customer care team, New York based, are included in the new location.

I appreciate the opportunity to share this information and wanted to make sure you knew we are still a local company and look forward to continuing the partnership.

Regards,



James Petrie
CFO